

**ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP**

**AUDITED FINANCIAL STATEMENTS  
AND  
INDEPENDENT AUDITORS' REPORT**

**DECEMBER 31, 2012 AND 2011**

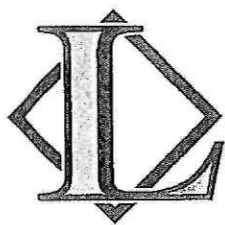
ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP

AUDITED FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED  
DECEMBER 31, 2012 AND 2011

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**LITTLE & ASSOCIATES LLC**  
CERTIFIED PUBLIC ACCOUNTANTS

Wm. TODD LITTLE, CPA  
CHARLES R. MARCHBANKS, JR., CPA

**INDEPENDENT AUDITORS' REPORT**

To the Partners  
of Ashley Place Development III, Limited Partnership  
Denham Springs, Louisiana

**Report on the Financial Statements**

We have audited the accompanying financial statements of Ashley Place Development III, Limited Partnership (a Louisiana Limited Partnership), which comprise the balance sheets as of December 31, 2012 and 2011 and the related statements of operations, partners' equity, and cash flows for the years then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Governmental Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ashley Place Development III, Limited Partnership as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Report on Supplementary Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The Schedule of Expenses is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

**Other Reporting Required by *Government Auditing Standards***

In accordance with *Government Auditing Standards*, we have also issued our report dated March 7, 2013, on our consideration of Ashley Place Development III, Limited Partnership's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Ashley Place Development III, Limited Partnership's internal control over financial reporting and compliance.

*Little & Associates, LLC*

Monroe, LA

March 7, 2013

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
BALANCE SHEETS  
DECEMBER 31, 2012 AND 2011

ASSETS

	2012	2011
<b>CURRENT ASSETS</b>		
Cash and Cash Equivalents	\$ 13,495	\$ 28,952
Accounts Receivable - Tenants	2,478	1,199
Prepaid Expenses	9,569	4,853
Total Current Assets	<u>25,542</u>	<u>35,004</u>
 <b>RESTRICTED DEPOSITS AND FUNDED RESERVES</b>		
Operating Reserves	90,761	90,539
Replacement Reserve	18,226	9,808
Insurance Escrow	6,363	4,034
Tenants' Security Deposits	7,050	7,000
Total Restricted Deposits and Funded Reserves	<u>122,400</u>	<u>111,381</u>
 <b>PROPERTY AND EQUIPMENT</b>		
Buildings	1,799,891	1,799,891
Site Improvements	1,754,561	1,754,561
Furniture and Fixtures	474,126	474,126
Total Buildings and Improvements	4,028,578	4,028,578
Less: Accumulated Depreciation	(720,318)	(540,180)
Net Depreciable Assets	3,308,260	3,488,398
Land	259,766	259,766
Total Property and Equipment	<u>3,568,026</u>	<u>3,748,164</u>
 <b>OTHER ASSETS</b>		
Utility Deposits	103	103
Permanent Loan Fees	87,122	87,122
Syndication Costs	42,000	42,000
Tax Credit Costs	19,805	19,805
Less: Accumulated Amortization	(14,864)	(9,979)
Total Other Assets	<u>134,166</u>	<u>139,051</u>
 <b>Total Assets</b>	 <u><u>\$ 3,850,134</u></u>	 <u><u>\$ 4,033,600</u></u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
BALANCE SHEETS  
DECEMBER 31, 2012 AND 2011

LIABILITIES AND PARTNERS' EQUITY (DEFICIT)

	2012	2011
<b>CURRENT LIABILITIES</b>		
Accrued Interest Payable	\$ 4,378	\$ 4,427
Developer Fee Payable	51,033	51,033
Deferred Rent Revenue	13	1,924
Current Portion of Long-Term Debt	9,048	8,437
Total Current Liabilities	<u>64,472</u>	<u>65,821</u>
 <b>DEPOSITS</b>		
Tenant Security Deposits	7,050	7,000
Total Deposits	<u>7,050</u>	<u>7,000</u>
 <b>LONG-TERM LIABILITIES</b>		
Note Payable - Bank of America	740,389	749,437
Deferred Developer Fee Payable	362,449	362,449
Asset Management Fee Payable	15,091	11,153
Partnership Management Fees Payable	48,000	36,000
Special Services Fee Payable	29,428	21,851
Total Long-Term Liabilities	<u>1,195,357</u>	<u>1,180,890</u>
 Total Liabilities	<u>1,266,879</u>	<u>1,253,711</u>
 <b>PARTNERS' EQUITY(DEFICIT)</b>		
Partners' Equity (Deficit)	<u>2,583,255</u>	<u>2,779,889</u>
Total Partners' Equity (Deficit)	<u>2,583,255</u>	<u>2,779,889</u>
 Total Liabilities and Partners' Equity	<u><u>\$ 3,850,134</u></u>	<u><u>\$ 4,033,600</u></u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
REVENUE		
Rents	\$ 168,652	\$ 169,202
Late Fees, Forfeited Deposits, etc.	3,744	6,289
Interest Income	241	255
Other Income	85	-
Total Revenue	<u>172,722</u>	<u>175,746</u>
EXPENSES		
Administrative	29,726	26,021
Utilities	20,095	18,176
Maintenance	32,909	33,625
Insurance	14,804	19,614
Management Fees	10,474	10,622
Interest	52,810	53,562
Depreciation and Amortization	185,023	185,023
Total Expenses	<u>345,841</u>	<u>346,643</u>
Net Operating Income (Loss)	<u>(173,119)</u>	<u>(170,897)</u>
OTHER EXPENSES		
Asset Management Fees	3,938	3,825
Partnership Management Fees	12,000	12,000
Special Services Fee	7,577	7,428
Total Other Expenses	<u>23,515</u>	<u>23,253</u>
Net Income (Loss)	<u><u>\$ (196,634)</u></u>	<u><u>\$ (194,150)</u></u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
STATEMENTS OF PARTNERS' EQUITY (DEFICIT)  
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>Total</u>	<u>General Partner Denham Springs Community, GP, LLC</u>	<u>Limited Partner NEF Assignment Corporation</u>
Partners' Equity (Deficit), January 1, 2011	\$ 2,974,039	\$ 45	\$ 2,973,994
Net Loss	<u>(194,150)</u>	<u>(19)</u>	<u>(194,131)</u>
Partners' Equity (Deficit), December 31, 2011	2,779,889	26	2,779,863
Net Loss	<u>(196,634)</u>	<u>(20)</u>	<u>(196,614)</u>
Partners' Equity, December 31, 2012	<u>\$ 2,583,255</u>	<u>\$ 6</u>	<u>\$ 2,583,249</u>
Profit and Loss Percentages	<u>100.00%</u>	<u>0.01%</u>	<u>99.99%</u>

The accompanying notes are an integral part of these financial statements.



ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Cash Flows From Operating Activities:		
Net Income (Loss)	\$ (196,634)	\$ (194,150)
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided (Used) by Operating Activities:		
Depreciation and Amortization	185,023	185,023
(Increase) Decrease in Accounts Receivable - Tenants	(1,279)	(1,094)
(Increase) Decrease Insurance Escrow	(2,329)	9,722
(Increase) Decrease in Prepaid Insurance	(4,716)	2,507
Increase (Decrease) in Accrued Interest Payable	(49)	103
Increase (Decrease) in Deferred Rent	(1,911)	1,312
Increase (Decrease) in Asset Management Fees Payable	3,938	3,825
Increase (Decrease) in Partnership Management Fees Payable	12,000	12,000
Increase (Decrease) in Special Services Fee Payable	7,577	7,428
Total Adjustments	<u>198,254</u>	<u>220,826</u>
Net Cash Provided (Used) by Operating Activities	<u>1,620</u>	<u>26,676</u>
Cash Flows From Investing Activities:		
Deposit to Operating Reserve	(222)	(249)
Deposits To Reserve For Replacement	(11,200)	(8,408)
Withdrawals From Reserve For Replacement	<u>2,782</u>	<u>-</u>
Net Cash Provided (Used) by Investing Activities	<u>(8,640)</u>	<u>(8,657)</u>
Cash Flows From Financing Activities:		
Principal Payments on Long-Term Debt	<u>(8,437)</u>	<u>(7,867)</u>
Net Cash Provided (Used) by Financing Activities	<u>(8,437)</u>	<u>(7,867)</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(15,457)	10,152
Cash and Cash Equivalents at Beginning of Year	<u>28,952</u>	<u>18,800</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u><u>\$ 13,495</u></u>	<u><u>\$ 28,952</u></u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
Supplemental Disclosures of Cash Flow Information:		
Cash Paid During the Year for:		
Interest	<u>\$ 52,859</u>	<u>\$ 53,459</u>

The accompanying notes are an integral part of these financial statements.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011

NOTE A – ORGANIZATION

Ashley Place Development III, Limited Partnership (the “Partnership”) was organized in 2007 to develop, construct, own, maintain, and operate a 28-unit rental housing apartment complex for persons of low and moderate income. The apartment complex is located in Denham Springs, Louisiana. All units of the apartment complex are to be rented under the requirements of Section 42 of the Internal Revenue Code (low-income housing tax credit) which will regulate the use of the apartment complex as to occupant eligibility and unit gross rent, among other requirements. The major activities and operations of the Partnership are governed by the Amended and Restated Limited Partnership Agreement (the Partnership Agreement) and are subject to the administrative directives, rules, and regulations of federal and state regulatory agencies, including but not limited to, the state housing finance agency. Such administrative directives, rules, and regulations are subject to change by federal and state agencies.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

Basis of Accounting

The financial statements of the Partnership are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Collateralization Policy for Financial Instruments

The Partnership does not require collateral to support financial instruments subject to credit risk.

Capitalization and Depreciation

Land, buildings, improvements, and equipment are recorded at cost. Improvements are capitalized, while expenditures for maintenance and repairs are charged to expense as incurred. Upon disposal of depreciable property, the appropriate property accounts are reduced by the related costs and accumulated depreciation. The resulting gains and losses are reflected in the statement of operations.

Depreciation is provided for in amounts sufficient to relate the cost of depreciable assets to operations over their estimated lives using the straight-line method. The estimated service life of the assets for depreciation purposes may be different than their actual economic useful lives.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Tenants' Security Deposits

Tenants' security deposits are held in a separate bank account in the name of the project. At December 31, 2012 this account was funded in an amount equal to the security deposit liability.

Rental Income and Deferred Rents

Rental income is recognized as rentals become due. Rental payments received in advance are deferred until earned. All leases between the Partnership and the tenants of the property are operating leases.

Tenant rent charges for the current month are due on the first of the month. Tenants who are evicted or move out are charged with damages and cleaning fees, if applicable. Tenant receivable consists of amounts due for rental income, other tenant charges and charges for damages and cleaning fees in excess of forfeited security deposits. The Partnership does not accrue interest on the tenant receivable balances.

The Partnership uses the direct write-off method to provide for uncollectible accounts. Use of this method does not result in a material difference from the valuation method required by accounting principles generally accepted in the United States of America.

Amortization

Permanent loan financing costs are amortized using the straight-line method over the term of the loan. Tax credit costs are being amortized over the tax credit period of ten years using the straight-line method. These costs are presented in the Balance Sheet along with the accumulated amortization. Accumulated amortization totaled \$14,864 and \$9,979 as of December 31, 2012 and 2011, respectively.

Lease-Up/Marketing Reserve

In accordance with the Partnership Agreement, the General Partner is to establish the Lease-Up/Marketing Reserve account, which shall be funded, until the beginning of the Operating Deficit Guaranty Period. Disbursements to be charged to the Lease-Up/Marketing will require the written approval of the General Partner and the Asset Manager. As of December 31, 2012, this account has not been funded.

Operating Reserve

In accordance with the Partnership Agreement, the General Partner established the Operating Reserve account, which was funded, out of equity proceeds of payment of the Second Installment. The General Partner shall also be obligated, to the extent funds are available, to replenish the Operating Reserve Account up to the Operating Reserve Target Amount out of Cash Flow or the proceeds of sales or refinancing in accordance with Section 5.1 & 5.2. As of December 31, 2012 and 2011, this account has a balance of \$90,761 and \$90,539, respectively.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Replacement Reserve

In accordance with the Partnership Agreement, the General Partner established the Replacement Reserve account, which was funded, at the time of payment of the Second Installment, in the amount of \$300 per unit per year less such amount as shall be required to be set aside for such purpose by any Lender. Withdrawals from this account in excess of \$3,000 in the aggregate in any given month will require the written approval of the General Partner and the Asset Manager. As of December 31, 2012 and 2011, this account was funded in the amount of \$18,226 and \$9,808, respectively.

Real Estate Tax Reserve

In accordance with the Partnership Agreement, the General Partner is to establish the Real Estate Tax Reserve in the initial amount of \$15,000. The Real Estate Tax Reserve is to be increased from Cash Flow until it reaches the Real Estate Tax Reserve Target Amount of \$30,000. The funds in the Real Estate Tax Reserve are to be used only to pay real estate property taxes if the real estate property tax abatement is no longer made available to the Partnership or if the real estate taxes exceed the amounts shown in the Projections. As of December 31, 2012, the Real Estate Tax Reserve had not been funded.

Income Taxes

No provision or benefit for income taxes has been included in these financial statements since taxable income or loss passes through to, and is reportable by, the partners individually. The time limit for taxing authorities to examine the Partnership's income tax returns is generally three years from the date of filing or the due date, whichever is later, unless civil or criminal fraud is proven, for which there is no time limit.

FASB ASC 360, *Property, Plant, and Equipment*

FASB ASC 360, *Property, Plant, and Equipment* requires that long-lived assets and certain identifiable intangibles held and used by an entity be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Application of the impairment provisions of FASB ASC 360, *Property, Plant, and Equipment* has not materially affected the partnership's reported earnings, financial condition or cash flows.

NOTE C – CASH AND CASH EQUIVALENTS AND DEPOSITS

For purposes of the statements of cash flows, cash and cash equivalents represent unrestricted cash and all highly liquid and unrestricted debt instruments purchased with a maturity of three months or less.

The Partnership has various bank accounts at financial institutions. The interest-bearing accounts are insured by the Federal Deposit Insurance Corporation up to \$250,000, in total, per financial institution. All noninterest-bearing transaction accounts are insured in full by the Federal Deposit Insurance Corporation. As of December 31, 2012, there were no uninsured deposits.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011

NOTE D – PARTNERS AND CAPITAL CONTRIBUTIONS

The Partnership has a General Partner, (Denham Springs Community GP, LLC), and a Limited Partner (NEF Assignment Corporation). The Partnership records capital contributions as received. For the years ended 2012 and 2011, the Limited Partner did not make any capital contributions.

NOTE E – DEBT

Permanent Loan

Permanent financing has been obtained through Bank of America of Charlotte, North Carolina in the amount of \$767,000. Interest is compounded at an annual rate of 7.01%. The payment amount is set at principal and interest payments of \$5,108.02 monthly and remains the same until the entire unpaid principal is paid in full. The permanent loan is collateralized primarily by the Partnership's real estate and improvements thereon. The permanent loan shall have a term of 18 years with an amortization of 30 years and matures on September 24, 2028, at which time the unpaid principal will continue to bear interest at the default rate until the remaining principal is paid in full. As of December 31, 2012 and 2011, the balance due on the loan was \$749,437 and \$757,874.

Aggregate maturities of long-term debt for the next five years and thereafter are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2013	\$ 9,048
2014	\$ 9,703
2015	\$ 10,405
2016	\$ 11,159
2017	\$ 11,966
Thereafter	\$ 697,156

NOTE F – TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES

Transactions with related parties are as follows:

Development Fee

As provided in the Development Services Agreement, the Partnership shall pay the Developer Fee in the amount of \$520,000 to Denham Springs Housing Authority, an affiliate of the General Partner, and Denham Springs Community Development Corporation, an affiliate of the General Partner, for services rendered for overseeing the construction and development of the complex. As of December 31, 2012 and 2011, the Partnership owed \$413,482, in developer fees, of which \$362,449 is considered a deferred developer fee.

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011

NOTE F – TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES (CONTINUED)

Partnership Management Fee

The Partnership shall pay to the General Partner a Partnership Management Fee annually, on a cumulative basis, in the amount of \$12,000 to compensate the General Partner for managing the Partnership's operations and assets and coordinating the preparation of the filings and financial reports required by the state housing finance agency, as well as, by federal, state, and local agencies. As of December 31, 2012 and 2011, Partnership Management Fees payable totaled \$48,000 and \$36,000, respectively. Partnership Management Fees incurred for the years ended December 31, 2012 and 2011 were \$12,000 for both years.

Asset Management Fee

The Partnership shall pay the Asset Management Fee annually to the Asset Manager, an affiliate of the Limited Partner, for property management oversight, tax credit compliance monitoring, and related services in the amount of \$3,500, to be increased annually by 3.0%, on a cumulative basis. The Asset Manager will not incur any liability to the General Partner or the Partnership as a result of the Asset Manager's performance of or failure to perform its asset management services. The Asset Manager owes no duty to the General Partner or the Partnership and may only be terminated by the Limited Partner. As of December 31, 2012 and 2011, Asset Management Fees payable totaled \$15,091 and \$11,153, respectively. Asset Management Fees incurred for the years ended December 31, 2012 and 2011 were \$3,938 and \$3,825, respectively.

Special Services Fee

The Partnership shall pay the Services Manager (Ashley Residential Services, Inc.) a Special Services Fee in the amount of \$7,000, increasing by 2.0% annually and in the priority specified in §5.1(a)(viii) of the Partnership Agreement for the provision of services to tenants of the Project. As of December 31, 2012 and 2011, a Special Services Fee was accrued in the amount of \$29,428 and \$21,851, respectively. Special Services Fees incurred for the years ended December 31, 2012 and 2011 were \$7,577 and \$7,428, respectively.

Disposition Fee

The Partnership shall pay the Asset Manager a Disposition Fee equal to 1% of the gross sales price out of the net sales proceeds at the time of closing of the sale of the Project or the Limited Partner's interest in the Project.

NOTE G – PARTNERSHIP PROFITS AND LOSSES AND DISTRIBUTIONS

All profits and losses, other than from certain transactions detailed in the Partnership Agreement, are allocated .01% to the General Partner and 99.99% to the Limited Partner. Distributable cash flow is defined in The Partnership Agreement as the excess of operating revenues over the sum of operating expenses and debt service.



ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011

NOTE G – PARTNERSHIP PROFITS AND LOSSES AND DISTRIBUTIONS (CONTINUED)

Distributable cash flow is payable annually as follows:

- (1) to the Limited Partner to the extent of any amount which the Limited Partner is entitled to receive to satisfy any Credit Reduction Payment required pursuant to Section 6.9;
- (2) to the Operating Reserve Account until such time as such account is equal to the Operating Reserve Target Amount;
- (3) to the payment of any accrued and payable Asset Management Fees to the Asset Manager;
- (4) to the Sponsor to pay any unpaid balance on the Deferred Development Fee;
- (5) to the Real Estate Tax Reserve Account until such time as such account is equal to the Real Estate Tax Reserve Target Amount;
- (6) to pay any accrued and unpaid interest and unpaid principal on loans made by the Limited Partner;
- (7) to repay any accrued and unpaid interest and unpaid principal on loan made by the General Partner;
- (8) to the General Partner to pay any accrued and payable Partnership Management Fee, on a cumulative basis; and
- (9) to the Services Manager to pay any accrued and payable Services Fee, on a cumulative basis.

NOTE H – CONTINGENCY

The apartment complex's low-income housing tax credits are contingent on the ability of the Partnership to maintain compliance with Section 42 of the Internal Revenue Code. Failure to maintain compliance with occupant eligibility, and/or unit gross rent, or to correct noncompliance within a specified time period could result in recapture of previously taken credits plus interest.

NOTE I – TAXABLE INCOME (LOSS)

A reconciliation of financial statement net loss to taxable loss of the Partnership for the years ended December 31, 2012 and 2011, is as follows:

	2012	2011
Financial Statement Net Loss	\$ (196,634)	\$(194,150)
Adjustments:		
Excess Depreciation for Income Tax Purposes over Financial Reporting Purposes	59,498	47,085
Other – Timing Differences	–	(1,000)
Taxable Loss Shown on Tax Return	<u>\$ (137,136)</u>	<u>\$ (148,065)</u>



ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2012 AND 2011

NOTE J – ADVERTISING

In 2012 and 2011, the Partnership incurred advertising costs of \$906 and \$368. These costs are expensed as incurred.

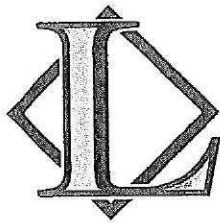
NOTE K – SUBSEQUENT EVENTS

The Partnership has evaluated subsequent events through March 7, 2013, the date which the financial statements were available for issue.

## SUPPLEMENTAL INFORMATION

ASHLEY PLACE DEVELOPMENT III  
LIMITED PARTNERSHIP  
SCHEDULE OF EXPENSES  
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADMINISTRATIVE		
Manager Salaries	\$ 10,169	\$ 9,452
Manager Unit	420	512
Asset Manager	391	-
Advertising	906	368
Office Expense	1,855	1,641
Legal	158	65
Accounting and Auditing	5,750	5,500
Bad Debt Expense	1,380	2,240
Telephone	869	1,368
Other Administrative Expenses	7,828	4,875
Total Administrative	<u>\$ 29,726</u>	<u>\$ 26,021</u>
UTILITIES		
Electricity	\$ 2,948	\$ 3,470
Water and Sewer	14,516	12,070
Trash Collection	2,631	2,636
Total Utilities	<u>\$ 20,095</u>	<u>\$ 18,176</u>
MAINTENANCE AND REPAIRS		
Supplies	\$ 5,853	\$ 6,233
Repairs	869	1,219
Payroll	9,060	6,451
Contracts	3,680	5,513
Grounds	12,614	13,089
Pest Control	833	1,120
Total Maintenance and Repairs	<u>\$ 32,909</u>	<u>\$ 33,625</u>
INSURANCE		
Liability Insurance	\$ 14,213	\$ 19,443
Workman's Compensation	591	171
Total Insurance	<u>\$ 14,804</u>	<u>\$ 19,614</u>
INTEREST EXPENSE		
Interest Expense	\$ 52,810	\$ 53,562
Total Interest Expense	<u>\$ 52,810</u>	<u>\$ 53,562</u>



**LITTLE & ASSOCIATES LLC**  
CERTIFIED PUBLIC ACCOUNTANTS

Wm. TODD LITTLE, CPA  
CHARLES R. MARCHBANKS, JR., CPA

**Report on Internal Control  
Over Financial Reporting and on Compliance and Other Matters  
Based on an Audit of Financial Statements Performed in  
Accordance With *Government Auditing Standards***

**Independent Auditor's Report**

To the Partners  
Ashley Place Development III, Limited Partnership  
Denham Springs, Louisiana

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Ashley Place Development III, Limited Partnership, as of and for the year ended December 31, 2012, and the related notes to the financial statements, which collectively comprise Ashley Place Development III, Limited Partnership's basic financial statements, and have issued our report thereon dated March 7, 2013.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Ashley Place Development III, Limited Partnership's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion of Ashley Place Development III, Limited Partnership's internal control. Accordingly, we do not express an opinion on the effectiveness of Ashley Place Development III, Limited Partnership's internal control.

*A deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of Ashley Place Development III, Limited Partnership's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Ashley Place Development III, Limited Partnership's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

### **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Ashley Place Development III, Limited Partnership's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Ashley Place Development III, Limited Partnership's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

*Little & Associates, LLC*

Monroe, Louisiana  
March 7, 2013